

AMERICAN POWER GROUP Corp
Form 4
March 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAVERMAN NEIL K

(Last) (First) (Middle)

C/O PATHSTONE FAMILY
OFFICE, 1 BRIDGE PLAZA SUITE
550

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**AMERICAN POWER GROUP Corp
[apgi]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/30/2016 | | J ⁽¹⁾ | | 438,715 ⁽²⁾ | A | \$ 0.14 | 462,532 | I | Member of Entity |
| Common Stock | 06/30/2016 | | J ⁽¹⁾ | | 24,032 ⁽³⁾ | A | \$ 0.14 | 486,564 | I | Member of Entity |
| Common Stock | 07/11/2016 | | P | | 716,071 ⁽²⁾ | A | \$ 0.14 | 1,202,635 | I | Member of Entity |
| Common Stock | 08/24/2016 | | P | | 476,190 ⁽²⁾ | A | \$ 0.21 | 1,678,825 | I | Member of Entity |
| | 08/30/2016 | | P | | | A | | 1,896,216 | I | |

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| | | | | | | | | | | | |
|--------------|------------|--|------|------------------|----|----|-----------|---|------|--|------------------|
| Common Stock | | | | 217,391 (2) | \$ | | | | 0.23 | | Member of Entity |
| Common Stock | 12/31/2016 | | J(1) | 441,583 (2) | A | \$ | 2,337,799 | I | 0.13 | | Member of Entity |
| Common Stock | 12/31/2016 | | J(1) | 6,109 (3) | A | \$ | 2,343,908 | I | 0.13 | | Member of Entity |
| Common Stock | 02/03/2017 | | J(1) | 1,026,132 (2) | A | \$ | 3,370,040 | I | 0.13 | | Member of Entity |
| Common Stock | 03/16/2017 | | P | 500,000 (3) | A | \$ | 3,870,040 | I | 0.1 | | Member of Entity |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| 10% Convertible Preferred Stock | (4) | 01/08/2016 | | P | | 5 (2) | | (4) | (4) | Common Stock | 5,000 |
| Common Stock Purchase Warrant | \$ 0.1 | 01/08/2016 | | P | | 10,000,000 (2) | | (5) | (5) | Common Stock | 10,000,000 |
| Common Stock Purchase Warrant | \$ 0.14 | 07/11/2016 | | P | | 716,071 (2) | | (5) | (5) | Common Stock | 716,071 |
| Common Stock Purchase Warrant | \$ 0.21 | 08/24/2016 | | P | | 476,190 (2) | | (5) | (5) | Common Stock | 476,190 |
| Common Stock | \$ 0.23 | 08/30/2016 | | P | | 217,391 (2) | | (5) | (5) | Common Stock | 217,391 |

Purchase
Warrant

Common
Stock
Purchase
Warrants

\$ 0.2

09/13/2016

P

6,950,000

(5)

(5)

Common
Stock

6,95

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRAVERMAN NEIL K C/O PATHSTONE FAMILY OFFICE 1 BRIDGE PLAZA SUITE 550 FORT LEE, NJ 07024 | X | X | | |

Signatures

/s/ Charles E Coppa, attorney
in fact

03/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of common stock received in lieu of cash for Convertible Preferred Stock
- (2) The reported securities are owned directly by Associated Private Equity, LLC of which Mr. Braverman is a member. Mr. Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The reported securities are owned by North Military, Ltd of which Mr. Braverman is a member. Mr. Braverman disclaims beneficially ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) The Preferred Stock is convertible at any time, at the holder's election and has no expiration date. Each share of Preferred Stock has a fair value of \$100,000 and is convertible into shares of Common Stock at a conversion price of \$.10 per share.
- (5) The warrants are immediately exercisable for a term of 10 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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